

EXHIBIT 3



UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of an amendment to Form BD, uniform application for broker-dealer registration, received in this Commission on January 12, 2001, under the name Bernard L. Madoff Investment Securities LLC, File No. 008-08132, pursuant to the provisions of the Securities Exchange Act of 1934.

on file in this Commission

06/05/2014

Date

**LARRY
MILLS**

Digitally signed by LARRY MILLS
DN: c=US, o=U.S. Government, ou=Securities
and Exchange Commission, cn=LARRY
MILLS,
0.9.2342.19200300.100.1.1=50001000026514
Date: 2014.06.05 11:41:47 -04'00'

Larry Mills, Management and Program Analyst

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Kevin M. O'Neill

Deputy Secretary

FORM BD UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: BERNARD L. MADOFF INVESTMENT SECURITIES LLC BD Number: 2625

BD - AMENDMENT

01/12/2001

BD - APPLICANT INFORMATION

OMB Number 3235-0012

Expires.....

Estimated average burden hours per:

Response..... 2.75

Amendment..... 0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

APPLICATION **AMENDMENT**

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of applicant** (if sole proprietor, state last, first and middle name):
BERNARD L. MADOFF INVESTMENT SECURITIES LLC

B. **IRS Empl. Ident. No.:**
13-1997126

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
BERNARD L. MADOFF INVESTMENT SECURITIES LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the

applicant name (1A) or **business name (1C)**:
Please check above.

E. **Firm main address:** (Do not use a P.O. Box)

Number and Street 1: Number and Street 2:
885 THIRD AVENUE

City: NEW YORK **State:** New York **Country:** UNITED STATES **Zip/Postal Code:** 10022

F. **Mailing Address, if different:**

Number and Street 1: 885 THIRD AVENUE **Number and Street 2:**

City:
NEW YORK**State:**
New York**Country:**
UNITED STATES**Zip/Postal Code:**
10022**G. Business Telephone Number:**
212-230-2424**H. Contact Employee:****Name:** PETER MADOFF **Title:** DIRECTOR OF TRADING/CHIEF COMPLIANCE OFFICER**Telephone Number:**
212-230-2424**BD - EXECUTION****EXECUTION:**

For the purposes of complying with the laws of the State(s) designated in Item 2 relating to either the offer or sale of securities or commodities, the undersigned and *applicant* hereby certify that the *applicant* is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s) or such other person designated by law, and the successors in such office, attorney for the *applicant* in said State(s), upon whom may be served any notice, process, or pleading in any action or *proceeding* against the *applicant* arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s), and the *applicant* hereby consents that any such action or *proceeding* against the *applicant* may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if *applicant* were a resident in said State(s) and had lawfully been served with process in said State(s).

The *applicant* consents that service of any civil action brought by or notice of any *proceeding* before the Securities and Exchange Commission or any *self-regulatory organization* in connection with the *applicant's* broker-dealer activities, or of any application for a protective decree filed by the Securities Investor Protection Corporation, may be given by registered or certified mail or confirmed telegram to the *applicant's* contact employee at the main address, or mailing address if different, given in Items 1E and 1F.

The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said *applicant*. The undersigned and *applicant* represent that the information and statements contained herein, including exhibits attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true and complete. The undersigned and *applicant* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
01/12/2001**Name of Applicant**
BERNARD L. MADOFF INVESTMENT SECURITIES LLC**Authorized Signatory**
PETER MADOFF**Title**
CHIEF COMPLIANCE OFFICER

Subscribed and sworn before me this _____ day of _____, _____ by
Year _____

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer.

If *applicant* is registered or registering with the SEC, check here and answer Items 2A through 2D below.

YES NO

A. Is *applicant* registered or registering as a broker-dealer under Section 15(b) or Section 15B of the Securities Exchange Act of 1934?

B. Is *applicant* registered or registering as a broker-dealer under Section 15(b) of the Securities Exchange Act of 1934 and also acting or intending to act as a government securities broker or dealer?

C. Is *applicant* registered or registering solely as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934?

Do not answer "yes" to Item 2C if applicant answered "yes" to Item 2A or Item 2B.

D. Is *applicant* ceasing its activities as a government securities broker or dealer?

If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."

SECURITY FUTURES PRODUCTS ACTIVITIES

(Note: The field below is reserved exclusively for the reporting of single stock futures activities by registered broker-dealers. This field cannot be utilized until the SEC approves rules relating to the form and content of such reporting.)

BD - SRO / JURISDICTION

BD - SELF REGULATORY ORGANIZATIONS

<input checked="" type="checkbox"/> NASD	<input type="checkbox"/> ARCA	<input type="checkbox"/> CBOE	<input type="checkbox"/> ISE	<input type="checkbox"/> NYSE
<input type="checkbox"/> AMEX	<input type="checkbox"/> BX	<input type="checkbox"/> CHX	<input checked="" type="checkbox"/> NSX	<input type="checkbox"/> PHLX

BD - JURISDICTION

<input checked="" type="checkbox"/> Alabama	<input checked="" type="checkbox"/> Illinois	<input checked="" type="checkbox"/> Montana	<input type="checkbox"/> Puerto Rico
<input checked="" type="checkbox"/> Alaska	<input checked="" type="checkbox"/> Indiana	<input type="checkbox"/> Nebraska	<input checked="" type="checkbox"/> Rhode Island
<input checked="" type="checkbox"/> Arizona	<input checked="" type="checkbox"/> Iowa	<input checked="" type="checkbox"/> Nevada	<input checked="" type="checkbox"/> South Carolina
<input checked="" type="checkbox"/> Arkansas	<input checked="" type="checkbox"/> Kansas	<input checked="" type="checkbox"/> New Hampshire	<input checked="" type="checkbox"/> South Dakota
<input checked="" type="checkbox"/> California	<input checked="" type="checkbox"/> Kentucky	<input checked="" type="checkbox"/> New Jersey	<input checked="" type="checkbox"/> Tennessee
<input checked="" type="checkbox"/> Colorado	<input checked="" type="checkbox"/> Louisiana	<input checked="" type="checkbox"/> New Mexico	<input checked="" type="checkbox"/> Texas
<input checked="" type="checkbox"/> Connecticut	<input checked="" type="checkbox"/> Maine	<input checked="" type="checkbox"/> New York	<input checked="" type="checkbox"/> Utah
<input checked="" type="checkbox"/> Delaware	<input checked="" type="checkbox"/> Maryland	<input checked="" type="checkbox"/> North Carolina	<input checked="" type="checkbox"/> Vermont
<input checked="" type="checkbox"/> District of Columbia	<input checked="" type="checkbox"/> Massachusetts	<input checked="" type="checkbox"/> North Dakota	<input type="checkbox"/> Virginia
<input checked="" type="checkbox"/> Florida	<input checked="" type="checkbox"/> Michigan	<input checked="" type="checkbox"/> Ohio	<input checked="" type="checkbox"/> Washington
<input checked="" type="checkbox"/> Georgia	<input checked="" type="checkbox"/> Minnesota	<input checked="" type="checkbox"/> Oklahoma	<input checked="" type="checkbox"/> West Virginia
<input checked="" type="checkbox"/> Hawaii	<input checked="" type="checkbox"/> Mississippi	<input checked="" type="checkbox"/> Oregon	<input checked="" type="checkbox"/> Wisconsin
<input checked="" type="checkbox"/> Idaho	<input checked="" type="checkbox"/> Missouri	<input checked="" type="checkbox"/> Pennsylvania	<input checked="" type="checkbox"/> Wyoming

BD - LEGAL STATUS

3. A. Indicate legal status of *applicant*:

<input type="radio"/> Corporation	<input checked="" type="radio"/> Sole Proprietorship	<input type="radio"/> Other (specify)
<input type="radio"/> Partnership	<input type="radio"/> Limited Liability Company	

B. Month *applicant's* fiscal year ends:
OCTOBER

C. If other than a sole proprietor, indicate date and place *applicant* obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where *applicant* entity was formed):

State of formation: **Country of formation:** **Date of formation: MM/DD/YYYY**

Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

xxx-xx-xxxx

Number and Street 1:
133 EAST 64TH STREET

Number and Street 2:

City:
NEW YORK

State: New York **Country:** UNITED STATES OF AMERICA

Zip/Postal Code:
10021

BD - SUCCESSION

YES NO

5. Is *applicant* at the time of this filing *succeeding* to the business of a currently registered broker-dealer?

Do not report previous successions already reported on Form BD.

If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.

BD - ARRANGEMENTS

Yes No

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer?

7. Does *applicant* refer or introduce customers to any other broker or dealer?

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other person, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other person, firm or organization?

B. accounts, funds, or securities of the *applicant* are held or maintained by such other person, firm, or organization?

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization?

For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3). If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

9. Does any *person* not named in Item 1 or Schedules A, B, or C, directly or indirectly:

A. *control* the management or policies of the *applicant* through agreement or otherwise?

B. wholly or partially finance the business of *applicant*?

Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extended in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1). If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

BD - BUSINESS AFFILIATES

BD - Control Affiliates

YES NO

10. A. Directly or indirectly, does *applicant control*, is *applicant controlled* by, or is *applicant* under common *control* with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?

If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.

B. Directly or indirectly, is *applicant controlled* by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank?

If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.

BD - DISCLOSURE QUESTIONS

11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicized terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*:

YES NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*?

(2) been *charged* with any *felony*?

B. In the past ten years has the *applicant* or a *control affiliate*:

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a *misdemeanor involving*: investments or an *investment-related* business,

or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?

(2) been charged with a *misdemeanor* specified in 11B(1)?

REGULATORY ACTION DISCLOSURE

	YES	NO
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) <i>found the applicant or a control affiliate to have made a false statement or omission?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(2) <i>found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(3) <i>found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(4) entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	<input type="radio"/>	<input checked="" type="radio"/>
(5) imposed a civil money penalty on the <i>applicant</i> or a <i>control affiliate</i> , or ordered the <i>applicant</i> or a <i>control affiliate</i> to cease and desist from any activity?	<input type="radio"/>	<input checked="" type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :		
(1) ever <i>found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(2) ever <i>found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(3) ever <i>found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	<input type="radio"/>	<input checked="" type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/>	<input checked="" type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:		
(1) <i>found the applicant or a control affiliate to have made a false statement or omission?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(2) <i>found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(3) <i>found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?</i>	<input type="radio"/>	<input checked="" type="radio"/>
(4) disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities?	<input type="radio"/>	<input checked="" type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/>	<input checked="" type="radio"/>
G. Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of 11C, D, or E?	<input type="radio"/>	<input checked="" type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES	NO
(a) in the past ten years, <i>enjoined</i> the <i>applicant</i> or a <i>control affiliate</i> in connection with any <i>investment-related</i> activity?	<input type="radio"/>	<input checked="" type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/>	<input checked="" type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/>	<input checked="" type="radio"/>

(2) Is the *applicant* or a *control affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of 11H(1)?

FINANCIAL DISCLOSURE

I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:	YES NO
(1) has been the subject of a bankruptcy petition? <input type="radio"/> <input checked="" type="radio"/>	
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? <input type="radio"/> <input checked="" type="radio"/>	
J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? <input type="radio"/> <input checked="" type="radio"/>	
K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? <input type="radio"/> <input checked="" type="radio"/>	

BD - TYPES OF BUSINESS

12. Check types of business engaged in (or to be engaged in, if not yet active) by *applicant*. Do not check any category that accounts for (or is expected to account for) less than 1% of annual revenue from the securities or investment advisory business.

A. Exchange member engaged in exchange commission business other than floor activities.	<input type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input checked="" type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA

R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). **NPB**

S. Investment advisory services. **IAD**

T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. **TAP**
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. **TAS**

U. Non-exchange member arranging for transactions in listed securities by exchange member. **NEX**

V. Trading securities for own account. **TRA**

W. Private placement of securities. **PLA**

X. Broker or dealer selling interests in mortgages or other receivables. **MRI**

Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:
1. bank, savings bank or association, or credit union. **BNA**
2. insurance company or agency **INA**

Z. Other (give details on Schedule D, Page 1, Section II, Other Business) **OTH**

YES NO

13. A. Does *applicant* effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?

B. Does *applicant* engage in any other non-securities business?

If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.

BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the *applicant* required to be reported on Schedule B?

Yes No

Ownership Codes:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
MADOFF, BERNARD LAWRENCE	I	SOLE MEMBER	01/2001	E	Y	N	316687

MADOFF, PETER I BARNETT	DIRECTOR OF TRADING/CHIEF COMPLIANCE OFFICER	06/1969	NA	Y	N	316688
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BD - INDIRECT OWNERS

No Information Filed

BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).

Ownership Codes	NA - less than 5%	B - 10% but less than	D - 50% but less than	F - Other General
are:		25%	75%	Partners
	A - 5% but less than	C - 25% but less than	E - 75% or more	
	10%	50%		

List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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No Information Filed

List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name	DE/FE/I	Type of Amd.	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

BERNARD L. MADOFF IS A MEMBER OF THE CINCINNATI STOCK EXCHANGE AND IS A DESIGNATED MARKET-MAKER ON THAT EXCHANGE, ENGAGED IN INTER-DEALER MARKET-MAKING ACTIVITIES.

Briefly describe any other non-securities business (Item 13B).

BD - SUCCESSIONS

Date of Succession: MM/DD/YYYY **Name of Predecessor:**
01/01/2001 BERNARD L. MADOFF

Firm CRD Number 2625	IRS Employer Identification Number (if any) 13-1997126	SEC File Number (if any) 8- 08132
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Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

EFFECTIVE JANUARY 1, 2001, PREDECESSOR WILL TRANSFER TO SUCCESSOR ALL OF PREDECESSOR'S ASSETS AND LIABILITIES, RELATED TO PREDECESSOR'S BUSINESS. THE TRANSFER WILL NOT RESULT IN ANY CHANGE IN OWNERSHIP OR CONTROL.

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name MADOFF SECURITIES INTERNATIONAL LTD.

The Partnership, Corporation, or Organization

- controls applicant**
- is controlled by applicant**
- is under common control with applicant**

Business Address

Street 1

12 BERKELEY STREET

Street 2

City

MAYFAIR

State

Country

Zip/Postal Code

LONDON

W1X58AD

Effective Date (MM/DD/YYYY)

12/31/1998

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

- Yes
- No

UNITED KINGDOM

Activities of this Partnership, Corporation, or Organization:

Securities Activities

Yes No

Investment Advisory Activities

Yes No

Briefly describe the control relationship

BERNARD L. MADOFF OWNS 30.8% OF MADOFF SECURITIES INTERNATIONAL LTD., A REGISTERED COMPANY IN THE UNITED KINGDOM. THE COMPANY IS A MEMBER OF THE LONDON STOCK EXCHANGE.

BD - BRANCHES

No Information Filed

BD - CRIMINAL DRP

No Information Filed

BD - REGULATORY ACTION DRP

This Disclosure Reporting Page (DRP BD) is an **INITIAL OR** **AMENDED** response used to report details for affirmative responses to **Items 11C, 11D, 11E, 11F or 11G** of Form BD;

Check item(s) being responded to:

Regulatory Action

- 11C(1)**
- 11C(2)**

- 11C(5)**
- 11D(1)**

- 11D(4)**
- 11D(5)**

- 11E(3)**
- 11E(4)**

11C(3) **11D(2)** **11E(1)** **11F** **11C(4)** **11D(3)** **11E(2)** **11G**

Use a separate DRP for each event or *proceeding*. An event or *proceeding* may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or *proceeding*. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP (BD) or DRP (U4). If a *control affiliate* is an individual or organization not registered through the CRD, provide complete answers to all the items on the *applicant's* appropriate DRP (BD). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

The Applicant

Applicant and one or more control affiliates

One or more control affiliates

If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name).

If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes **No**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

SEC **Other Federal** **State** **SRO** **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)
NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.

2. Principal Sanction:

Censure

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

07/01/1963 **Exact** **Explanation**

If not exact, provide explanation:

4. Docket/Case Number:

COMPLAINT NO. NY-802

5. *Control Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.)

VIOLATION OF NASD RULES 2230 AND 2110

8. Current status ? **Pending** **On Appeal** **Final**

9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision

11. Resolution Date (MM/DD/YYYY):

11/08/1963 **Exact** **Explanation**

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

 Monetary/Fine**Amount: \$ 500.00** **Revocation/Expulsion/Denial** **Disgorgement/Restitution** **Censure** **Cease and Desist/Injunction** **Bar** **Suspension**

B. Other Sanctions Ordered:

C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against applicant or control affiliate, date paid and if any portion of penalty was waived:

FINED IN THE AMOUNT OF \$500 AND ASSESSED COSTS OF THE PROCEEDING IN THE AMOUNT OF \$60.65. THE FINE AND COSTS OF THE PROCEEDINGS WERE PAID IN FULL IN NOVEMBER 1963.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates. (The information must fit within the space provided.)
 THE FINDING OF A VIOLATION OF NASD RULE 2230 WAS LIMITED TO A TECHNICAL INFRACTION.

This Disclosure Reporting Page (DRP BD) is an **INITIAL OR** **AMENDED** response used to report details for affirmative responses to **Items 11C, 11D, 11E, 11F or 11G** of Form BD;

Check item(s) being responded to:

Regulatory Action

<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

Use a separate DRP for each event or *proceeding*. An event or *proceeding* may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or *proceeding*. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP (BD) or DRP (U4). If a *control affiliate* is an individual or organization not registered through the CRD, provide complete answers to all the items on the *applicant's* appropriate DRP (BD). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- The Applicant**
- Applicant and one or more control affiliates**
- One or more control affiliates**

If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name).

If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes**
- No**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, *foreign financial regulatory authority, federal, state, or SRO*)
NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.

2. Principal Sanction:

Other

Other Sanctions:

FINE

3. Date Initiated (MM/DD/YYYY):

11/22/1974 Exact Explanation

If not exact, provide explanation:

INFORMATION NO LONGER AVAILABLE DUE TO AGE OF THE COMPLAINT.

4. Docket/Case Number:

N-NV-86

5. *Control Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.)

INFORMATION NO LONGER AVAILABLE DUE TO AGE OF THE COMPLAINT.

8. Current status ? Pending On Appeal Final

9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Decision

11. Resolution Date (MM/DD/YYYY):

11/19/1974 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

Monetary/Fine

Amount: \$ 25.00

Revocation/Expulsion/Denial

Disgorgement/Restitution

Censure

Cease and Desist/Injunction

Bar

Suspension

B. Other Sanctions Ordered:

C. Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against *applicant* or *control affiliate*, date paid and if any portion of penalty was waived:

FINE IN THE AMOUNT OF \$25.00. NO OTHER INFORMATION IS AVAILABLE DUE TO THE AGE OF THE COMPLAINT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates. (The information must fit within the space provided.)

BD - CIVIL JUDICIAL DRP

No Information Filed

BD - BANKRUPTCY DRP

No Information Filed

BD - BOND DRP

No Information Filed

BD - JUDGMENT LIEN DRP

No Information Filed